

MARSHALL, GERSTEIN & BORUN LLP  
ATTORNEYS AT LAW  
6300 SEARS TOWER  
233 SOUTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606-6357  
(312) 474-6300  
FAX: (312) 474-0448

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FACSIMILE TRANSMISSION SHEET

TO: Tam M. Nguyen

USPTO

+1 (571) 273-4979

FROM: Andrew M. Lawrence

RE:

PAGES (INCLUDING THIS PAGE): 7

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Pursuant to our conversation of today, March 24, 2005, attached is "Proposed Amendment C".

We look forward to discussing this with you in due course. Thank you for your assistance.

*If you do not receive all pages of this fax in good condition, please contact Amy Gawlik at (312) 474-6300.*

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